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BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON, D.C.

DEPT. OF TRANSPORTATION  
DOCKETS

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U.S.-U.K. ALLIANCE CASE

Docket OST-01-11029 - 21

JOINT MOTION FOR LEAVE TO FILE AN OTHERWISE  
UNAUTHORIZED DOCUMENT AND JOINT REPLY  
OF AMERICAN AIRLINES, INC. AND BRITISH AIRWAYS PLC  
TO JOINT ANSWER OF CONTINENTAL AIRLINES, INC.,  
DELTA AIRLINES, INC., AND NORTHWEST AIRLINES, INC.

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December 4, 2001

BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
WASHINGTON, D.C.

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U.S.-U.K. ALLIANCE CASE

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JOINT MOTION FOR LEAVE TO FILE AN OTHERWISE  
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OF AMERICAN AIRLINES, INC. AND BRITISH AIRWAYS PLC  
TO JOINT ANSWER OF CONTINENTAL AIRLINES, INC.,  
DELTA AIRLINES, INC., AND NORTHWEST AIRLINES, INC.

American Airlines, Inc. and British Airways Plc hereby request leave to file this joint reply to the joint answer filed by Northwest, Continental and Delta on November 28, 2001. Acceptance of this reply is necessary to provide the Department with a full and complete record upon which to base its decision on the joint motion for extension of time submitted by American and British Airways on November 21.

The opponents' request for six additional calendar days to prepare their second round of answers reflects a comprehensive coordinated campaign to defeat the American/British Airways alliance by stalling any decision on the merits until after the U.S. and U.K. lose their ability to negotiate an open skies agreement. The request is without merit and should be denied.

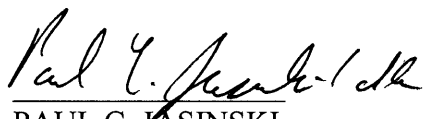
Order 2001-11-10 was issued late in the day on November 20, 2001, well after the close of business in London and after many of American's personnel had already left for the

Thanksgiving holiday weekend. Despite those impediments, the joint applicants submitted the required updated schedules on November 21 -- two days early. British Airways submitted the required unredacted versions of previously submitted material on the November 23 deadline. The need to coordinate document searches in Dallas and London in conjunction with the absence of personnel who had already left for Thanksgiving made it impossible to complete the required document production within the two business days provided. The additional documents were submitted on November 28, 2001, only three business days after the November 23 deadline. Pursuant to the unprecedented procedures established for this proceeding, the applicants immediately made copies of their confidential materials available to the opponents. Notwithstanding these efforts, the opponents now seek an additional six calendar days to submit their second round of answers.

The opponents do not and cannot assert that the legions of legal representatives and outside consultants they have retained for this proceeding lack sufficient time to review the documents submitted on November 28. The procedural schedule adopted since American and British Airways filed their joint application 116 days ago has been more than fair to the opponents. For example, opponents had 67 days in which to prepare their answers following issuance of the scheduling notice dated August 27. That is more than three times as long as the 21-days normally allowed. It exceeds that provided for any comparable antitrust immunity proceeding and dwarfs the seven day reply period provided to the joint applicants. The existing schedule for the extraordinary second round of answers and replies further favors the opponents. It provides eighteen days for answers and only eleven days for replies.

In sum, the opponents are determined to frustrate the alliance and U.S.-U.K. open skies by continuing their efforts to delay any decision on the merits beyond the available window of opportunity. Their request for yet further delay is truly without merit and should be denied.

Respectfully submitted,



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December 4, 2001

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CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing joint reply by first-class mail, postage pre-paid, on all persons named on the attached service list.

A handwritten signature in black ink, appearing to read 'D. Hainbach', written over a horizontal line.

Don H. Hainbach

December 4, 2001

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